

Southern Pacific Transportation Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

(415) 541-1000

CANNON Y. HARVEY
VICE PRESIDENT AND GENERAL COUNSEL

JOHN J. CORRIGAN
GENERAL COUNSEL-LITIGATION

LOUIS P. WARCHOT
ASSISTANT GENERAL COUNSEL

JOHN MACDONALD SMITH
SENIOR GENERAL ATTORNEY

FACSIMILE
GENERAL (415) 495-5436
LITIGATION (415) 541-1734

WRITER'S DIRECT DIAL NUMBER

(415) 541-1754

November 6, 1991

RECORDATION NO. 8947
FILED 105

NOV 18 1991 -3 40 PM

INTERSTATE COMMERCE COMMISSION

ROBERT S. BOGASON
DAVID W. LONG
CAROL A. HARRIS
LELANE E. BUTLER
GARY A. LAAKSO
STEPHEN A. ROBERTS
JAMES M. EASTMAN
KEVIN D. JONES
WAYNE M. BOLIO
JOHN D. FEENEY
GENERAL ATTORNEYS

ROBERT E. PATTERSON
CECELIA C. FUSICH
ATTORNEYS

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INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue, N.W.
Washington, D.C. 20423

RE: I.C.C. Finance Docket No. 28508 --
Southern Pacific Transportation Company
Equipment Trust Agreement, Series 69

Dear Mr. Strickland:

There are enclosed for recording, pursuant to the provisions of Title 49, U.S.C. Section 11303(a), the original and four (4) fully executed counterparts of: (1) Ninth Supplement to Equipment Trust and (2) Assignment and Transfer of Certain Road Equipment, each dated as of September 30, 1991, creating Southern Pacific Transportation Company Equipment Trust, Series 69, both secondary documents, as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Equipment Trust Agreement dated as of July 1, 1977, recorded on August 26, 1977, at 2:15 PM, assigned Recordation No. 8947;

Equipment Lease dated July 1, 1983, between Southern Pacific Transportation Company and Union Pacific Railroad Company, recorded on August 22, 1983, at 10:20 AM, assigned Recordation No. 8947-A;

First Supplement to Equipment Trust Agreement dated as of October 31, 1983, recorded on December 6, 1983, at 2:40 PM, assigned Recordation No. 8947-B;

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Second Supplement to Equipment Trust Agreement dated as of June 1, 1984, recorded on June 19, 1984, at 3:10 PM, assigned Recordation No. 8947-C;

Third Supplement to Equipment Trust Agreement dated as of May 15, 1985, recorded on June 6, 1985, at 12:55 PM, assigned Recordation No. 8947-D;

Fourth Supplement to Equipment Trust Agreement dated as of March 31, 1986, recorded on April 29, 1986, at 9:55 AM, assigned Recordation No. 8947-E;

Assignment and Transfer of Certain Road Equipment dated as of March 31, 1986, recorded on April 29, 1986, at 9:55 AM, assigned Recordation No. 8947-F;

Fifth Supplement to Equipment Trust Agreement dated as of July 15, 1987, recorded on August 18, 1987, at 3:40 PM, assigned Recordation No. 8947-G;

Assignment and Transfer of Certain Road Equipment dated as of July 15, 1987, recorded on August 18, 1987, at 3:40 PM, assigned Recordation No. 8947-H;

Sixth Supplement to Equipment Trust Agreement dated as of May 5, 1988, recorded on May 20, 1988, at 11:50 AM, assigned Recordation No. 8947-I;

Assignment and Transfer of Certain Road Equipment dated as of May 5, 1988, recorded on May 20, 1988, at 11:50 AM, assigned Recordation No. 8947-J;

Seventh Supplement to Equipment Trust Agreement dated as of August 31, 1988, recorded on September 13, 1988, at 3:05 PM, assigned Recordation No. 8947-K;

Assignment and Transfer of Certain Road Equipment dated as of August 31, 1988, recorded on September 13, 1988, at 3:05 PM, assigned Recordation No. 8947-L;

Eighth Supplement to Equipment Trust Agreement dated as of July 10, 1989, recorded on August 28, 1989, at 12:05 PM, assigned Recordation No. 8947-M; and

Assignment and Transfer of Certain Road Equipment dated as of July 10, 1989, recorded on August 28, 1989, at 12:05 PM, assigned Recordation No. 8947-N.

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In connection with the recording of the Ninth Supplement and Assignment and Transfer, each dated as of September 30, 1991, to the Equipment Trust Agreement dated as of July 1, 1977, the following information is set forth:

Name and Address of Trustee - Lessor:

CoreStates Bank, N.A. (formerly First Pennsylvania
Bank, N.A.)
510 Walnut Street
Philadelphia, Pennsylvania 19106

Name and Address of Guarantor - Lessee:

Southern Pacific Transportation Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

A description of the railroad equipment covered by the foregoing Ninth Supplement is set forth in Attachment A attached thereto; and the railroad equipment covered by the foregoing Assignment is set forth in Attachment A attached thereto.

Also enclosed is a check in the amount of \$30 to cover the required recordation fees.

When the recording of the Ninth Supplement and Assignment have been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof which are presented to you and return four (4) of the same to the undersigned.

A short summary of the enclosed documents to appear in the Commission's index is:

Ninth Supplement to Equipment Trust Agreement dated as of September 30, 1991 between Southern Pacific Transportation Company ("SPT"), as Lessee, and CoreStates Bank, N.A. ("CoreStates"), as Trustee, covering boxcars; and Assignment and Transfer of Certain Road Equipment dated as of September 30, 1991

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between SPT, as Lessee, and CoreStates, as Trustee,
covering railcars.

Very truly yours,


Lenona Young
Legal Assistant

Enclosures

8947-0
RECEIVED NOV 18 1991

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=====INTERSTATE 7=====

SOUTHERN PACIFIC TRANSPORTATION COMPANY

EQUIPMENT TRUST

SERIES 69

NINTH

SUPPLEMENT TO EQUIPMENT TRUST

Dated as of September 30, 1991

CORESTATES BANK, N.A.

- TO -

SOUTHERN PACIFIC TRANSPORTATION COMPANY

=====

SUPPLEMENT TO EQUIPMENT TRUST, dated as of the thirtieth day of September, 1991, between CoreStates Bank, N.A. (formerly First Pennsylvania Bank, N.A.), a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania, Trustee as hereinafter mentioned (hereinafter called the "Trustee"), party of the first part, and Southern Pacific Transportation Company, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the "Company"), party of the second part:

WHEREAS, by a certain Equipment Trust, dated as of July 1, 1977, there was constituted the Southern Pacific Transportation Company Equipment Trust, Series 69 (hereinafter called the "Equipment Trust"), under which certain railroad equipment was transferred to and the title thereto vested in the Trustee thereunder and was leased to the Company; and

WHEREAS, the Company has assigned and transferred to the Trustee other standard-gauge railroad equipment, other than work equipment, hereinafter specifically described, free from all liens and encumbrances, at least equal to the fair value, determined as provided in the Equipment Trust, of the unsuitable railroad equipment; and

WHEREAS, the Equipment Trust provides that upon the transfer and delivery of said other railroad equipment to the Trustee, the same shall be and become part of the Trust Equipment;

WITNESSETH:

That CoreStates Bank, N.A., Trustee as aforesaid (acting in pursuance of the Equipment Trust), party of the first part, for

and in consideration as well as the sum of one dollar (\$1.00) to it paid by the Company, party of the second part, at or before the unsealing and delivery hereof, the receipt of which is hereby acknowledged, as of the rents and covenants provided in the Equipment Trust to be paid, kept and performed by the Company, has let and leased, and does hereby let and lease to the Company as part of the Trust Equipment of Southern Pacific Transportation Company Equipment Trust, Series 69, the railroad equipment described in Attachment A hereto, which is incorporated herein by reference.

TO HAVE AND TO HOLD, as part of the Trust Equipment, subject to all of the terms and conditions of the Equipment Trust.

This Ninth Supplement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the Equipment Trust, and the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names and

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their respective corporate seals to be hereunto affixed, duly attested, as of the day and year first above written.

CORESTATES BANK, N.A., Trustee

By C. W. Ud
Corporate Trust Officer

Attest:

C. A. Buchanan
~~Assistant Secretary~~
ASSISTANT VICE PRESIDENT

SOUTHERN PACIFIC TRANSPORTATION
COMPANY

By E. J. Seedy
Treasurer

Attest:

A. L. Asmull
Secretary

BUILDER	UNIT	OWNER	KIND OF EQUIP	BUILT	GRIP DATE
PULLMAN STANDARD CAR MFG. CO. (PS)	SP 248134	SP	70 TON BOX CAR	7909	
PULLMAN STANDARD CAR MFG. CO. (PS)	SP 248138	SP	70 TON BOX CAR	7909	
PULLMAN STANDARD CAR MFG. CO. (PS)	SP 248149	SP	70 TON BOX CAR	7909	
PULLMAN STANDARD CAR MFG. CO. (PS)	SP 248162	SP	70 TON BOX CAR	7909	
PULLMAN STANDARD CAR MFG. CO. (PS)	SP 248190	SP	70 TON BOX CAR	7909	
PULLMAN STANDARD CAR MFG. CO. (PS)	SP 248199	SP	70 TON BOX CAR	7909	
PULLMAN STANDARD CAR MFG. CO. (PS)	SP 248205	SP	70 TON BOX CAR	7909	
PULLMAN STANDARD CAR MFG. CO. (PS)	SP 248209	SP	70 TON BOX CAR	7909	
PULLMAN STANDARD CAR MFG. CO. (PS)	SP 248218	SP	70 TON BOX CAR	7909	
PULLMAN STANDARD CAR MFG. CO. (PS)	SP 248233	SP	70 TON BOX CAR	7909	
PULLMAN STANDARD CAR MFG. CO. (PS)	SP 248234	SP	70 TON BOX CAR	7909	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP 690298	SP	100 TON BOX CAR	6303	7707
PACIFIC CAR & FOUNDRY (PCF)	SP 690433	SP	100 TON BOX CAR	6811	8002
PACIFIC CAR & FOUNDRY (PCF)	SP 690468	SP	100 TON BOX CAR	6812	8003
PACIFIC CAR & FOUNDRY (PCF)	SP 690477	SP	100 TON BOX CAR	6811	8003
PACIFIC CAR & FOUNDRY (PCF)	SP 698211	SP	70 TON BOX CAR	6811	8007
PACIFIC CAR & FOUNDRY (PCF)	SP 698242	SP	70 TON BOX CAR	6812	8009
PACIFIC CAR & FOUNDRY (PCF)	SP 698262	SP	70 TON BOX CAR	6812	8008
PACIFIC CAR & FOUNDRY (PCF)	SP 698269	SP	70 TON BOX CAR	6812	8008
PACIFIC CAR & FOUNDRY (PCF)	SP 698271	SP	70 TON BOX CAR	6812	8007
PACIFIC CAR & FOUNDRY (PCF)	SP 698285	SP	70 TON BOX CAR	6812	8008
PACIFIC CAR & FOUNDRY (PCF)	SP 698305	SP	70 TON BOX CAR	6812	8007
PACIFIC CAR & FOUNDRY (PCF)	SP 698308	SP	70 TON BOX CAR	6812	8008
PACIFIC CAR & FOUNDRY (PCF)	SP 698323	SP	70 TON BOX CAR	6812	8009
PACIFIC CAR & FOUNDRY (PCF)	SP 698357	SP	70 TON BOX CAR	6901	8008
PACIFIC CAR & FOUNDRY (PCF)	SP 698383	SP	70 TON BOX CAR	6901	8008
PACIFIC CAR & FOUNDRY (PCF)	SP 698386	SP	70 TON BOX CAR	6901	8008
PACIFIC CAR & FOUNDRY (PCF)	SP 698389	SP	70 TON BOX CAR	6901	8009
PACIFIC CAR & FOUNDRY (PCF)	SP 698391	SP	70 TON BOX CAR	6901	8008
PACIFIC CAR & FOUNDRY (PCF)	SP 698393	SP	70 TON BOX CAR	6901	8008
PACIFIC CAR & FOUNDRY (PCF)	SP 698404	SP	70 TON BOX CAR	6901	8008
PACIFIC CAR & FOUNDRY (PCF)	SP 698416	SP	70 TON BOX CAR	6901	8008
PACIFIC CAR & FOUNDRY (PCF)	SP 698418	SP	70 TON BOX CAR	6901	8008
PACIFIC CAR & FOUNDRY (PCF)	SP 698438	SP	70 TON BOX CAR	6901	8008
PACIFIC CAR & FOUNDRY (PCF)	SP 698456	SP	70 TON BOX CAR	6901	8007
PACIFIC CAR & FOUNDRY (PCF)	SP 698493	SP	70 TON BOX CAR	6902	8008

THE ABOVE EQUIPMENT IS STANDARD-GAUGE RAILROAD EQUIPMENT OTHER THAN PASSENGER CARS AND WORK EQUIPMENT.

ATTACHMENT A

TOTAL 36 UNITS

COMMONWEALTH OF PENNSYLVANIA)
) ss.
CITY AND COUNTY OF PHILADELPHIA)

On this 8th day of October, 1991, before me personally appeared CATHY WIEDECKE, to me personally known, who, being by me duly sworn, says that she is Corporate Trust Officer of CORESTATES BANK, N.A.; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Debra S. Butler
Notary Public

NOTARIAL SEAL
DEBRA S. BUTLER Notary Public
PHILADELPHIA PHILADELPHIA COUNTY
My Commision Expires November 15, 1993

STATE OF CALIFORNIA)
) ss.
CITY AND COUNTY OF SAN FRANCISCO)

On this 30th day of September, 1991, before me personally appeared E. F. GRADY, to me personally known, who, being by me duly sworn, says that he is Treasurer of SOUTHERN PACIFIC TRANSPORTATION COMPANY; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lenora Young-Ruscioni
Notary Public

